

RECORDATION NO.

25450-6  
FILED

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AUG 05 '05

2-27 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 5, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, dated as of July 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540

• Mr. Vernon A. Williams  
August 5, 2005  
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A description of the railroad equipment covered by the enclosed document is:

130 GRL Coal Gondola railcars: PNJX 51360 -- PNJX 51489

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF**  
**RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT**  
**AND RIDER NO. 13**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No.13 is made, and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 13, dated as of July 29, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1 For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2 Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No 13, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

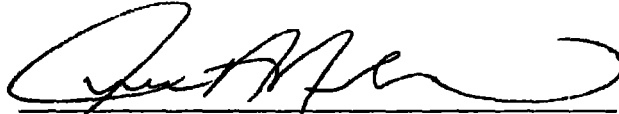
RECORDATION NO 25450-6 FILED  
AUG 05 '05 2-27 PM  
SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS )

) SS.

COUNTY OF COOK )

On this 1<sup>st</sup> day of August, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation. that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

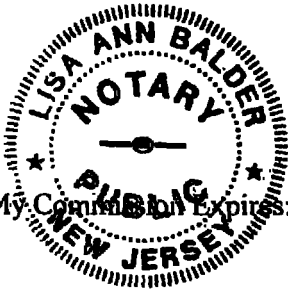
  
Notary Public

My Commission Expires:



STATE OF NEW JERSEY            )  
  )  
COUNTY OF MERCER            )       SS:

On this 29<sup>th</sup> day of July, 2005, before me personally appeared Ershel C. Redd, Jr, to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A. Balder  
Notary Public

# EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	51360	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	51361	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	51362	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	51363	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	51364	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	51365	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	51366	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	51367	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	51368	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	51369	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	51370	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	51371	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	51372	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	51373	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	51374	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	51375	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	51376	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	51377	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	51378	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	51379	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	51380	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	51381	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	51382	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	51383	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	51384	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	51385	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	51386	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	51387	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	51388	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	51389	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	51390	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	51391	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	51392	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	51393	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	51394	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	51395	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	51396	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	51397	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	51398	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	51399	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	51400	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	51401	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	51402	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	51403	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	51404	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	51405	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	51406	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	51407	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	51408	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	51409	Aluminum Bethgon II Coal Car	Johnstown America

# EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
51	PNJX	51410	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	51411	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	51412	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	51413	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	51414	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	51415	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	51416	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	51417	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	51418	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	51419	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	51420	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	51421	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	51422	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	51423	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	51424	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	51425	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	51426	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	51427	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	51428	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	51429	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	51430	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	51431	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	51432	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	51433	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	51434	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	51435	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	51436	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	51437	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	51438	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	51439	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	51440	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	51441	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	51442	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	51443	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	51444	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	51445	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	51446	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	51447	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	51448	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	51449	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	51450	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	51451	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	51452	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	51453	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	51454	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	51455	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	51456	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	51457	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	51458	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	51459	Aluminum Bethgon II Coal Car	Johnstown America

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<b>Unit Count</b>	<b>AAR Reporting Mark</b>	<b>Car Type</b>	<b>Manufacturer</b>
101	PNJX 51460	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX 51461	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX 51462	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX 51463	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX 51464	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX 51465	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX 51466	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX 51467	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX 51468	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX 51469	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX 51470	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX 51471	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX 51472	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX 51473	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX 51474	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX 51475	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX 51476	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX 51477	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX 51478	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX 51479	Aluminum Bethgon II Coal Car	Johnstown America
121	PNJX 51480	Aluminum Bethgon II Coal Car	Johnstown America
122	PNJX 51481	Aluminum Bethgon II Coal Car	Johnstown America
123	PNJX 51482	Aluminum Bethgon II Coal Car	Johnstown America
124	PNJX 51483	Aluminum Bethgon II Coal Car	Johnstown America
125	PNJX 51484	Aluminum Bethgon II Coal Car	Johnstown America
126	PNJX 51485	Aluminum Bethgon II Coal Car	Johnstown America
127	PNJX 51486	Aluminum Bethgon II Coal Car	Johnstown America
128	PNJX 51487	Aluminum Bethgon II Coal Car	Johnstown America
129	PNJX 51488	Aluminum Bethgon II Coal Car	Johnstown America
130	PNJX 51489	Aluminum Bethgon II Coal Car	Johnstown America



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/5/05



\_\_\_\_\_  
Robert W. Alvord

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of July 29, 2005.

LESSOR.

LESSEE:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

NRG POWER MARKETING INC.

By: 

Name: James N. Muday

Title: Vice President

By: 

Name: Ershele C. Redd Jr.

Title: Chairman, President and CEO  
~~NRG Power Marketing Inc.~~